

<b>UNITED STATES BANKRUPTCY COURT</b> <b>DISTRICT OF NEW JERSEY</b> <b>Caption in Compliance with D.N.J. LBR 9004-1(b)</b>	
<b>GENOVA BURNS LLC</b> Daniel M. Stolz, Esq. Donald W. Clarke, Esq. Gregory S. Kinoian, Esq. <a href="mailto:dstolz@genovaburns.com">dstolz@genovaburns.com</a> <a href="mailto:dclarke@genovaburns.com">dclarke@genovaburns.com</a> <a href="mailto:gkinoian@genovaburns.com">gkinoian@genovaburns.com</a> 110 Allen Road, Suite 304 Basking Ridge, NJ 07920 Tel: (973) 533-0777 Fax: (973) 533-1112 <i>Proposed Local Counsel for the Official Committee of Talc Claimants</i>	<b>BROWN RUDNICK LLP</b> David J. Molton, Esq. Robert J. Stark, Esq. Michael S. Winograd, Esq. Eric R. Goodman, Esq. <a href="mailto:dmolton@brownrudnick.com">dmolton@brownrudnick.com</a> <a href="mailto:rstark@brownrudnick.com">rstark@brownrudnick.com</a> <a href="mailto:mwinograd@brownrudnick.com">mwinograd@brownrudnick.com</a> <a href="mailto:egoodman@brownrudnick.com">egoodman@brownrudnick.com</a> Seven Times Square New York, NY 10036 Tel: (212) 209-4800 Fax: (212) 209-4801 And- Jeffrey L. Jonas, Esq. Sunni P. Beville, Esq. <a href="mailto:jjonas@brownrudnick.com">jjonas@brownrudnick.com</a> <a href="mailto:sbeville@brownrudnick.com">sbeville@brownrudnick.com</a> One Financial Center Boston, MA 02111 Tel: (617) 856-8200 Fax: (617) 856-8201 <i>Co-Counsel for the Official Committee of Talc Claimants</i>
<b>MASSEY &amp; GAIL LLP</b> Jonathan S. Massey, Esq. Rachel S. Morse, Esq. <a href="mailto:jmassey@masseygail.com">jmassey@masseygail.com</a> <a href="mailto:rmorse@masseygail.com">rmorse@masseygail.com</a> 1000 Maine Ave. SW, Suite 450 Washington, DC 20024 Tel: (202) 652-4511 Fax: (312) 379-0467 <i>Proposed Co-Counsel for the Official Committee of Talc Claimants</i>	<b>OTTERBOURG PC</b> Melanie L. Cyganowski, Esq. Jennifer S. Feeney, Esq. Michael R. Maizel, Esq. <a href="mailto:mcyganowski@otterbourg.com">mcyganowski@otterbourg.com</a> <a href="mailto:jfeeney@otterbourg.com">jfeeney@otterbourg.com</a> <a href="mailto:mmaizel@otterbourg.com">mmaizel@otterbourg.com</a> 230 Park Avenue New York, NY 10169 Tel: (212) 905-3628 Fax: (212) 682-6104 <i>Proposed Co-Counsel for the Official Committee of Talc Claimants</i>
In re: LTL MANAGEMENT, LLC, <sup>1</sup>  Debtor.	Chapter 11  Case No.: 23-12825 (MBK)  Honorable Michael B. Kaplan

<sup>1</sup> The last four digits of the Debtor's taxpayer identification number are 6622. The Debtor's address is 501 George Street, New Brunswick, New Jersey 08933.

**SEMI-FINAL APPLICATION FOR ALLOWANCE OF FEES AND  
REIMBURSEMENT OF EXPENSES TO MILLER THOMSON LLP**

TO: THE HONORABLE MICHAEL B. KAPLAN  
UNITED STATES BANKRUPTCY JUDGE

Miller Thomson LLP ("Miller Thomson"), as special Canadian counsel to the Official Committee of Talc Claimants (the "Committee") in the above-captioned matter, submits this application (the "Application") pursuant to 11 U.S.C. §§ 330 and 331, Rule 2016 of the Federal Rules of Bankruptcy Procedure, and Local Bankruptcy Rule 2016-3, as its semi-final fee application for compensation for services rendered and reimbursement of expenses for the period of April 14, 2023 through August 11, 2023 (the "Compensation Period"). By this Application, pursuant to the Interim Compensation Order (defined below), Miller Thomson seeks allowance and payment of compensation in the amount of \$340,203.31 for services rendered by Miller Thomson during the Compensation Period. In support of the Application, Miller Thomson respectfully represents as follows:

**BACKGROUND**

1. On April 4, 2023 (the "Petition Date"), the Debtor filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code"), commencing the above-captioned chapter 11 case (the "Chapter 11 Case") in the United States Bankruptcy Court for the District of New Jersey.

2. On May 17, 2023, Miller Thomson filed its application to be retained (the "Retention Application"), effective as of April 14, 2023 [Doc. No. 541].

3. On June 14, 2023, this Court entered an Order Authorizing Retention of Miller Thomson LLP as Special Canadian Counsel to the Official Committee of Talc Claimants [Doc. No. 775] (**Exhibit “A”**).

4. On May 22, 2023, the Court entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Retained Professionals* (the "Interim Compensation Order") [Doc. No. 562]. Pursuant to the Interim Compensation Order, professionals, as directed therein, may file with the Court and serve monthly fee statements no later than 30 days after the end of the month for which the fees are sought. If there are no objections to a monthly fee statement, then the professionals are entitled to payment in the amount of eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested in the monthly fee statement.

5. The Interim Compensation Order further provides that professionals may file interim fee applications for allowance of compensation and reimbursement of expenses of the amount sought in the monthly fee statements, including the twenty percent (20%) holdback, pursuant to section 330 and 331 of the Bankruptcy Code.

6. Miller Thomson's computerized time sheets, previously filed with the Monthly Fee Statements covering the Application Period (as referenced below), detail the services rendered by the members and associates of Miller Thomson, the hourly rate charged by each member, associate or paralegal, and the actual time expended in the performance of such services. Said time sheets reflect that Miller Thomson has expended 419.4 hours in performing services for TCC, resulting in charges of \$352,977.00. The blended hourly rate charged herein is \$765.00 which your applicant believes is fair and reasonable in light of the nature of the services rendered and the expertise of the professionals rendering such services.

7. Attached hereto as **Exhibit “B”** is an Affidavit of Jeffrey Carhart.

**MILLER THOMSON'S APPLICATION FOR COMPENSATION  
AND REIMBURSEMENT OF EXPENSES**

8. This is Miller Thomson's semi-final application for compensation filed in this matter. To date, there have been no orders entered approving interim fee applications for Miller Thomson.

9. In accordance with the procedures prescribed in the Interim Compensation Order, Miller Thomson has filed and served monthly fee statements as follows:

<b>Fees</b>	<b>Less 20%</b>	<b>Fee Payment Requested</b>	<b>Expense Reimbursement (100%)</b>
April 14-May 31, 2023 (\$153,545.00) after \$16,283.69 credit-\$137,261.31	(\$27,452.26)	\$122,836.00 (after  credit adjustment: \$109,809.04)	
June 2023 \$116,588.50	(\$23,317.70)	\$93,270.80	
July 2023 \$64,113.50	(\$12,822.70)	\$51,290.80	
August 2023 \$18,730.00	(\$3,746.00)	\$14,984.00	

10. Miller Thomson has received payment of 80% of fees for the April 14 – May 31, 2023, June, 2023 and the July, 2023 monthly fee statements. Miller Thomson has received 0% of fees for the August, 2023 monthly fee statement.

11. In addition to the fees that have been filed in this matter, Miller Thomson has expended an additional 3.6 hours in performing services for the TCC for the period of April 4 – April

14, 2023, resulting in additional fees of \$3,510.00.<sup>2</sup> Miller Thomson has received 0% of fees for the April 4 – April 14, 2023 statement, attached as **Exhibit “C”**.

12. Including the additional services performed as referenced above, Miller Thomson has expended approximately 423.00 hours resulting in services totaling \$356,487.00 for this compensation period.

13. Miller Thomson sets forth the following summary of services rendered during this compensation period:

- a. Engaging with the TCC concerning the Canadian aspects of the second LTL Chapter 11/ CCAA proceeding, including the Motion to Dismiss and other motions and proceedings within the Case;
- b. Engaging with the TCC concerning the Canadian aspects of the draft Chapter 11 Plan submitted by LTL;
- c. Engaging with the Canadian Information Officer concerning the Canadian CCAA proceeding including with respect to the implications on Canadian Tale Claimants and with respect to the Dismissal Order of Justice Kaplan; and
- d. Engaging with the TCC concerning the appeal process ensuing from the Dismissal Order of Justice Kaplan.

14. In addition, there was due a credit to the Debtor from Miller Thomson in the amount of \$16,283.69 resulting from a carryover from charges in the LTL1 case. This credit has been applied to the April/May 2023 fee statement. Therefore, the total request of this fee application, after applying said credit, is in the amount of \$340,203.31.

---

<sup>2</sup> The within final fee application includes time and expenses for the period 4/4/23 through 4/14/23, as a motion is pending before the court to make the effective date of the retention of TCC professionals 4/4/23, or to allow the fees and expenses for such period as a substantial contribution to this bankruptcy case.

**WHEREFORE**, Miller Thomson respectfully requests the entry of the annexed Order,  
granting a semi-final allowance of compensation in the total amount of \$340,203.31.

Respectfully submitted,

**MILLER THOMSON LLP**  
Special (Canadian) Counsel



By: \_\_\_\_\_  
**JEFFREY CARHART**

Dated: September 8, 2023